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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 16073-D FILED
AUG 13 '01 10:57 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

August 13, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amtrak Trust 88

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Indenture Supplement No. 3, dated August 13, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 16073.

The names and addresses of the parties to the enclosed document are:

Owner Trustee:- Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19899

Indenture Trustee: State Street Bank and Trust Company of
Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02101

A description of the railroad equipment covered by the enclosed document is:

One (1) AEM-7 locomotive: AMTK 911.

Mr. Vernon A. Williams
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A short summary of the document to appear in the index is:

Indenture Supplement No. 3.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

AUG 13 '01 10-54 AM

INDENTURE SUPPLEMENT NO. 3

SURFACE TRANSPORTATION BOARD

THIS INDENTURE SUPPLEMENT No. 3 dated as of August 13, 2001 (the "Indenture Supplement") between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as owner trustee under the Trust Agreement, as defined in Annex A to the Indenture referred to below (the "Owner Trustee"), and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., a Massachusetts state chartered trust company, as successor in interest to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Indenture Trustee (herein, together with its successors and assigns permitted under the Indenture referred to below, the "Indenture Trustee")

WITNESSETH:

WHEREAS, Owner Trustee and Indenture Trustee have entered into that certain Trust Indenture and Security Agreement dated as of December 1, 1988 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 15, 1988 under Recordation No. 16073 (as modified, amended and supplemented, the "Indenture"; the capitalized terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings assigned thereto in Annex A to the Indenture), which Indenture provides for the execution and delivery from time to time of Indenture Supplements thereto substantially in the form hereof for the purposes of confirming or completing the description of one or more Locomotives subjected to the Lien of the Indenture;

WHEREAS, Owner Trustee and Indenture Trustee have entered into that certain (i) Indenture Supplement No. 1 dated as of December 15, 1988 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 15, 1988 under Recordation No. 16073-A, and (ii) Indenture Supplement No. 2 dated as of December 29, 1988 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 29, 1988 under Recordation No. 16073-B; and

WHEREAS, Owner Trustee and Indenture Trustee desire to substitute the Locomotive bearing Amtrak Road Number 948 and Manufacturer's Serial No. 876006-2 (the "Replaced Locomotive") currently subject to the Lien of the Indenture with the locomotive bearing the Amtrak Road Number and the Manufacturer's Serial Number more completely described in Schedule 1 attached hereto (the "Replacement Locomotive");

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. Owner Trustee hereby confirms and agrees that (i) effective on and after the date hereof, the Replacement Locomotive shall be deemed subject to the Lien of the Indenture, (ii) without limiting the foregoing, Owner Trustee's rights and interests in the Replacement Locomotive under the Operative Documents and under the Assignment of Warranties of even date herewith are deemed included in the Trust Indenture Estate, and (iii) from and after the date

hereof, the Replacement Locomotive shall be deemed a "Locomotive" in place of the Replaced Locomotive for all purposes of the Indenture.

2. Indenture Trustee hereby confirms and agrees that, effective on the date hereof, the Replaced Locomotive is released from the Lien of the Indenture, and that from and after the date hereof, the Replacement Locomotive shall be deemed a "Locomotive" in place of the Replaced Locomotive for all purposes of the Indenture.

3. Owner Trustee hereby represents and warrants to the Indenture Trustee, and Lessee has confirmed to the Owner Trustee, that, effective on the date hereof, the Replacement Locomotive described in Schedule 1 attached hereto has been delivered to the Lessee, and has been inspected and duly accepted by the Lessee, and that said Schedule 1 contains a correct and complete description of the Replacement Locomotive.

4. Indenture Trustee hereby acknowledges and consents to Lease Supplement No. 3.

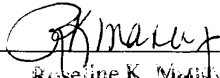
5. By the execution and delivery of this Indenture Supplement, Owner Trustee and Indenture Trustee reaffirm all of the terms, provisions and conditions of the Indenture.

6. This Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

7. Each of the parties hereto hereby authorizes the preparation, execution, delivery and/or filing of such documents and records, including, without limitation, Uniform Commercial Code financing statements (including, initial financing statements, amendments, continuation statements, and termination statements) that are required to carry out the intent and purposes of this Lease Supplement and of the Lease.

IN WITNESS WHEREOF, the parties have caused this Indenture Supplement No. 3 to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: Roseanne K. Murphy
Title: Assistant Vice President

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, N.A.,
as Indenture Trustee

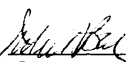
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Indenture Supplement No. 3 to be duly executed by their respective duly authorized officers as of the date first set forth above.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee


By: _____
Name:
Title:

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, N.A.,
as Indenture Trustee

By:  _____
Name: **Julie A. Balema**
Title: **Assistant Vice President**

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

On this 30th day of July, 2001 before me personally appeared **ROSELINE K. MANEY**, to me personally known, who, being by me duly sworn, says that he/she is the **Assistant Vice President** of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.


Notary Public

My Commission Expires: _____

KATHERINE C. JANNUZZIO
NOTARY PUBLIC-DELAWARE
My Commission Expires May 24, 2004

STATE OF MASSACHUSETTS)

COUNTY OF Suffolk) ss.:
)

On this 30 day of July, 2001 before me personally appeared Julie A. Balema me personally known, who, being by me duly sworn, says that he/she is the Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., that the foregoing instrument was signed on behalf of said Massachusetts trust company by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Elaine H. Dam
Notary Public

My Commission Expires: _____

Elaine H. Dam
Notary Public
My Commission Expires January 31, 2008

SCHEDULE 1 TO
INDENTURE SUPPLEMENT NO. 3

DESCRIPTION OF REPLACEMENT LOCOMOTIVE

Description	Amtrak Road Number	Manufacturer's Serial Number
One (1) Electro-Motive Division, General Motors Corporation AEM-7 Electric Locomotive	911	776073-12